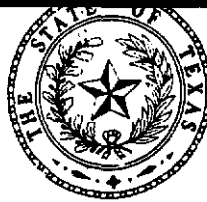


Attachment B - Articles of Incorporation and Certificate of Authority

See Attached



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

CALL PROCESSING, INC.
CHARTER NUMBER 01235506

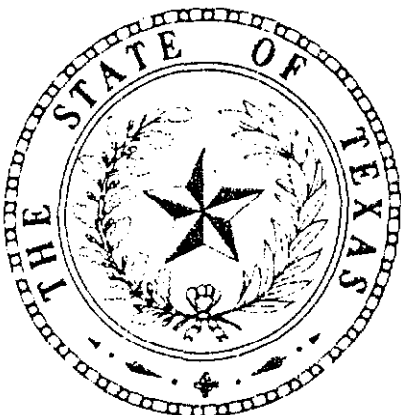
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JUNE 22, 1992

EFFECTIVE JUNE 22, 1992



John Hannah Jr.
Secretary of State

JUN 22 1992

Corporations Section

ARTICLES OF INCORPORATION
OF
CALL PROCESSING, INC.

I, the undersigned natural person of the age of eighteen(18) years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I

The name of the Corporation is CALL PROCESSING, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose of the Corporation is to engage in the transaction of any or all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act.

ARTICLE IV

1. The Corporation shall have authority to do everything necessary, proper, advisable and convenient for the accomplishment or furtherance of the purposes stated in ARTICLE III hereof, including but not limited to, the General Powers enumerated in Article 2.02 of the Texas Business Corporation Act, provided however, nothing herein contained shall be construed to authorize the Corporation to do any act which a corporation organized under or subject to the provisions of the Texas Business Corporation Act may not lawfully carry on, exercise or do.

2. The Corporation shall have the specific power to be any organizer, general or limited partnership, joint venture, or other enterprise organized under the laws of the State of Texas or any other jurisdiction.

3. The Corporation shall have the specific power to purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted surplus available therefore, provided however, in no case shall the Corporation purchase or make payment, directly or indirectly, for its own shares when there is reasonable ground for believing that the Corporation is insolvent, or will be rendered insolvent by such purchase or payment, or when after such purchase, or payment, the fair value of its total assets will be less than the total assets will be less than the total amount of its debts.

ARTICLE V

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000,000 shares of the par value of \$0.10 each; such shares shall not have cumulative voting rights, and no Shareholder shall have any preemptive rights to subscribe for or acquire unissued or treasury shares of the Corporation; each share shall have identical rights and privileges in every respect.

ARTICLE VI

The Corporation shall not commence business until it has received for the issuance of its shares consideration of the value of at least \$1,000.00, consisting of money paid, labor done or property actually received.

ARTICLE VII

No contract or other transaction between the Corporation and any of its Directors, Officers or Shareholder (or any corporation or firm in which any of them is directly or indirectly interested) shall be invalid solely because of such relationship or because of the presence or participation of such Director, Officer or Shareholder at the meeting authorizing such contract or transaction if the following conditions are met:

1. The material facts of the relationship or interest of each such Director, Officer or Shareholder are known or disclosed at the appropriate meeting to:

1.1 The Board of Directors and it nevertheless authorizes or ratifies such contract by a majority of the Directors present, each such interested Director to be counted in determining whether a quorum is present, but not in calculating the majority necessary to carry the vote; or

1.2 The Shareholders and they nevertheless authorize or ratify such contract or transaction by a majority of the shares present, each such interested Shareholder to be counted for quorum and voting purposes.

2. The contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the Board of Directors of the Shareholders.

This Article shall not be construed to invalidate any contract or transaction which would be valid in its absence.

ARTICLE VIII

The Corporation shall indemnify any person who is or was a Director, Officer, agent or employee of the Corporation and any person who serves or has served at the Corporation's request as a Director, Officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise in those instances and to the extent specified in the Bylaws of the Corporation as from time to time amended.

ARTICLE IX

The address of the Corporation's registered office is 3609 Willowood, Garland, Texas 75040, and the name of its initial registered agent at such address is Charles J. Stimson.

ARTICLE X

With respect to any action required or permitted to be taken pursuant to the Texas Business Corporation Act by a vote of concurrence of the holders of more than a majority of the shares issued and eligible to vote, such action may be taken by the holders of a simple majority of such shares.

ARTICLE XI

The Board of Directors of the Corporation shall consist of one(1) or more members. The number of Directors shall be fixed and established by the Bylaws of the Corporation as from time to time amended. The number of Directors constituting the initial Board of Directors is one(1), and the name and address of the person who shall serve as the Director until the next annual meeting of shareholders and until his successor is duly elected and qualified is:

<u>Name</u>	<u>Address</u>
Charles J. Stimson	3609 Willowood Garland, Tx 75040

ARTICLE XII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles J. Stimson	3609 Willowood Garland, Tx 75040

Charles J. Stimson
Charles J. Stimson

SWORN TO this 15th day of June, 1992.

Vickie L. Anders
Notary Public in and for
Dallas County, Texas

My Commission Expires:

11-10-94

